FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM D

PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APP	PROVAL.
OMB Number: Expires:	3235-0076 May 31, 2008
Estimated average hours per respons	burden

Prefix	SEC USE ONL	Y Serial
	DATE RECEIVE	D D

Name of Offering (check if this an amen		, and indicate change.)	1		
ThumbPlay, Inc Series D Preferred Stock					
Filing Under (Check box(es) that apply):	☐ Rule 504	☐ Rule 505	🗷 Rule 506	☐ Section 4(6)	□ ULOE
Type of Filing: New Filing	☐ Amendment				
		SIC IDENTIFICATI	ON DATA		
1. Enter the information requested about the					,_,,_,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
Name of Issuer (check if this is an amend ThumbPlay, Inc.	iment and name has changed,	and indicate change.)			
Address of Executive Offices		per and Street, City, St	ate, Zip Code)	Telepi	none Number (Including Area
599 Broadway, 8th Floor, New York, New Y	ork 10012			Code)	(212) 651-1796
Address of Principal Business Operations	(Number and Stre	et, City, State, Zip Co	de)	Teleph	none Number (Including Area
(if different from Executive Offices)				Code)	
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Brief Description of Business		PROCES	SSEL	A (SUIII BENI (SSI	1 BERKE AUTO SETSI 1940) BIKE HAT 1001
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Type of Business Organization		THOMS	ON!	 0	7069752
© corporation	☐ limited partner		UIN		
		- PMANAC	IAI □ oth	er (please specify)	
☐ business trust	☐ limited partner	ship, to be formed		() //	
	-	Month	Year		
Actual or Estimated Date of Incorporation of	r Organization:	0 9	0 4	☑ Actual	☐ Estimated
•			<u> </u>	E	
Jurisdiction of Incorporation or Organization	n: (Enter two-letter U.S. Posta	d Service abbreviation	for State):	ا ا	
	CN for C	anada: FN for other for	reign jurisdiction)	•	

GENERAL INSTRUCTIONS

Federal

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner	Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if in-	dividual)				
Traasdahl, Are Helge	-				
Business or Residence Address	(Number and Stre	et, City, State, Zip Code)			
C/o ThumbPlay, Inc., 599 Broad	iway, 8 th Floor, Ne	w York, New York 10012			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if in-	dividual)				
Farkas, Bradford L.	•				
Business or Residence Address			·		
C/o ThumbPlay, Inc., 599 Broad	iway, 8th Floor, Ne	w York, New York 10012			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if in	dividual)				
Schwartz, Evan					
Business or Residence Address	(Number and Stre	et, City, State, Zip Code)			
C/o ThumbPlay, Inc., 599 Broad					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if inc	dividual)				
Hippeau, Eric					
Business or Residence Address	(Number and Stre	et, City, State, Zip Code)			
C/o ThumbPlay, Inc., 599 Broa					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if inc	dividual)				
Agarwal, Ajay					
Business or Residence Address					
Business or Residence Address C/o Bain Capital, LLC, 111 Hur			9		
C/o Bain Capital, LLC, 111 Hur	ntington Avenue, B	oston, Massachusetts 02199			
C/o Bain Capital, LLC, 111 Hur Check Box(es) that Apply:	□ Promoter		Executive Officer	☐ Director	☐ General and/or Managing Partner
Check Box(es) that Apply: Full Name (Last name first, if inc	D Promoter	oston, Massachusetts 02199		□ Director	☐ General and/or Managing Partner
C/o Bain Capital, LLC, 111 Hur Check Box(es) that Apply: Full Name (Last name first, if ind Softbank Capital Technology Fu	☐ Promoter dividual) und III LP	oston, Massachusetts 02199 ☑ Beneficial Owner		□ Director	☐ General and/or Managing Partner
C/o Bain Capital, LLC, 111 Hur Check Box(es) that Apply: Full Name (Last name first, if ind Softbank Capital Technology Fu Business or Residence Address	□ Promoter dividual) und III LP (Number and Street	E Beneficial Owner et, City, State, Zip Code)		☐ Director	☐ General and/or Managing Partner
Check Box(es) that Apply: Full Name (Last name first, if inc Softbank Capital Technology Fu Business or Residence Address 1188 Centre Street, Newton Cent	□ Promoter dividual) und III LP (Number and Streeter, Massachusetts	E Beneficial Owner ct, City, State, Zip Code) 02459	☐ Executive Officer		
C/o Bain Capital, LLC, 111 Hur Check Box(es) that Apply: Full Name (Last name first, if ind Softbank Capital Technology Fu Business or Residence Address 1188 Centre Street, Newton Cent Check Box(es) that Apply:	□ Promoter dividual) und III LP (Number and Streeter, Massachusetts	E Beneficial Owner et, City, State, Zip Code)		☐ Director	☐ General and/or Managing Partner ☐ General and/or Managing Partner
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C/o Bain Capital, LLC, 111 Hur Check Box(es) that Apply: Full Name (Last name first, if ind Softbank Capital Technology Fu Business or Residence Address 1188 Centre Street, Newton Cent Check Box(es) that Apply: Full Name (Last name first, if ind i-Hatch Ventures, L.P. Business or Residence Address 599 Broadway, 8th Floor, New Y Check Box(es) that Apply:	□ Promoter dividual) und III LP (Number and Streeter, Massachusetts) □ Promoter dividual) (Number and Streeter, Massachusetts) □ Promoter dividual) (Number and Streeter, New York 1000000000000000000000000000000000000	El Beneficial Owner ct, City, State, Zip Code) 02459 Beneficial Owner ct, City, State, Zip Code)	☐ Executive Officer		
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C/o Bain Capital, LLC, 111 Hur Check Box(es) that Apply: Full Name (Last name first, if inc Softbank Capital Technology Ful Business or Residence Address 1188 Centre Street, Newton Cent Check Box(es) that Apply: Full Name (Last name first, if inc i-Hatch Ventures, L.P. Business or Residence Address 599 Broadway, 8th Floor, New Y Check Box(es) that Apply: Full Name (Last name first, if inc Softbank Capital Technology Ne Business or Residence Address 1188 Centre Street, Newton Cent Check Box(es) that Apply: Full Name (Last name first, if inc Verizon Investments, Inc. Business or Residence Address 3900 Washington Street, Willmin Check Box(es) that Apply: Full Name (Last name first, if inc Verizon Investments, Inc.	□ Promoter dividual) und III LP (Number and Streeter, Massachusetts □ Promoter dividual) (Number and Streeter, Mew York 100 □ Promoter dividual) EN York Fund, LP (Number and Streeter, Massachusetts □ Promoter dividual) EN York Fund, LP (Number and Streeter, Massachusetts □ Promoter dividual) (Number and Streeter, Massachusetts □ Promoter dividual)	E Beneficial Owner et, City, State, Zip Code) 02459 E Beneficial Owner et, City, State, Zip Code) 012 E Beneficial Owner et, City, State, Zip Code) 012 E Beneficial Owner et, City, State, Zip Code) 02459 E Beneficial Owner et, City, State, Zip Code) 02459	☐ Executive Officer ☐ Executive Officer ☐ Executive Officer	□ Director □ Director	☐ General and/or Managing Partner ☐ General and/or Managing Partner ☐ General and/or Managing Partner
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Less the isseer cold, or does the issuer intend to sell, to non-necredited investors in thir offering?					E	B. INFORMA	ATION ABO	UT OFFERI	NG				
2. What is the minimum investment that will be accepted from any individual? 3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested the each person who has been or will be paid or given, directly or indirectly, any commission or similar renumeration for subcitation of perchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a before or dealer regions with sales of securities in the offering. If a person to be listed is an associated person or agent of a before or dealer region with sales of securities in the offering. If a person to be listed is an associated person or dealer (s) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer (s) you may set forth the information for that broker or dealer (s) you may set forth the information for that broker or dealer (s) you may set forth the information for that broker or dealer (s) you may set forth the information for that broker or dealer (s) you may set forth the information for that broker or dealer (s) you may set forth the information for that broker or dealer (s) you may set forth the information of dealer (s) you may set forth the information or dealer (s) you may set forth the information of the broker or dealer (s) you may set forth the information of dealer (s) you may set forth the information of dealer, you may set forth the information of dealer (s) you may set forth the information of dealer (s) you may set forth the information of dealer (s) you may set forth the information of dealer (s) you may set forth the information of dealer (s) you may set forth the information of dealer (s) you may set forth the information of dealer (s) you may set forth the information of dealer (s) you may set forth the information of dealer (s) you may set forth the information of dealer (s) you may set forth the information of dealer (s) you may set forth the information of dealer (1. Has the	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?						No ⊠					
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary).

Columns below the amounts of the securities offered for exchange and already exchanged. Type of Security Debt	
Equity	
Convertible Securities (including warrants) Partnership Interests Other (Specify Total Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	s
Convertible Securities (including warrants) Partnership Interests \$ 0 Other (Specify) Total Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	00 \$ 8,008,018
Partnership Interests	
Other (Specify)	ve \$ see above
Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	<u> </u>
Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	<u> </u>
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	000 \$ <u>8,008,018</u>
aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	
Investors	
Accredited Investors	\$ 8,008,018
Non-accredited Investors	s
Total (for filings under Rule 504 only)n/a	
Answer also in Appendix, Column 4, if filing under ULOE.	
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of	Dollar Amount
Type of offering Security	
Rule 505	
Regulation A	S
Rule 504	\$ <u>n/a</u>
Total	\$ <u>n/a</u>
a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	
Transfer Agent's Fees.	s 0
Printing and Engraving Costs	s
Legal Fees	\$ <u>45,000</u>
Accounting Fees	\$ 0
Engineering Fees	\$
Sales Commissions (specify finders' fees separately)	
Other Expenses (identify)	<u>\$0</u>
Total	\$ <u>0</u> \$ 0

expenses furnished in response to Par	ggregate offering price given in response to P t C - Question 4.a. This difference is the "ad	justed gross proc	eeds to the	\$ <u>14,955</u>	5,000
purposes shown. If the amount for any	sted gross proceeds to the issuer used or propose y purpose is not known, furnish an estimate and ints listed must equal the adjusted gross proceeds:	d check the box to	the left of		
Salaries and fees			Payments to Officers, Directors, & Affiliates \$0	0	Payments To Others \$0
Purchase of real estate			\$ 0	D	\$ 0
Purchase, rental or leasing and inst	allation of machinery and equipment		\$	0	\$ 0
	ildings and facilities		s 0		\$ <u>0</u>
offering that may be used in exchar	cluding the value of securities involved in this age for the assets or securities of another	-		-	•
issuer pursuant to a merger)			\$0		\$0
Repayment of indebtedness			\$ <u> </u>		\$0
Working capital			\$0	Ø	\$ <u>14,955,000</u>
Other (specify):			s 0	D.	\$0
			\$ 0	0	\$ 0
Column Totals			\$0	×	\$ <u>14,955,000</u>
Total Payments Listed (column total	ıls added)	•••••	S 14.95	5,000	
	D. FEDERAL SIGNA	ATURE			
issuer has duly caused this notice to be sertaking by the issuer to furnish to the Uredited investor pursuant to paragraph (b)	igned by the undersigned duly authorized perso. S. Securities and Exchange Commission, upon (2) of Rule 502.	n. If this notice is written request of	filed under Rule 505, the fits staff, the information for	following sign arnished by	gnature constitutes as the issuer to any non
er (Print or Type)	Signature	1/1	1 Date		
mbPlay, Inc.	A WI vac	V 1 1	June 7.6 , 200)7	
ne of Signer (Print or Type)	Title of Signer (Print or Type)	.			
Helge Traasdahl	President				

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

 \mathbb{END}

5 of 8

ATTENTION